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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation WESTWIND FOUNDATION		A Employer identification number 52-6358830	
Number and street (or P O box number if mail is not delivered to street address) C/O WWM 204 EAST HIGH STREET		B Telephone number (see instructions) (434) 977-5762	
City or town, state or province, country, and ZIP or foreign postal code CHARLOTTESVILLE, VA 22902		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 59,488,254		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	15,000,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	101	101		
	4 Dividends and interest from securities.	416,793	416,793		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-14,238			
	b Gross sales price for all assets on line 6a 7,061,525				
	7 Capital gain net income (from Part IV, line 2) . . .		0		
	8 Net short-term capital gain				
	9 Income modifications			18,550	
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-2,720	0		
	12 Total. Add lines 1 through 11	15,399,936	416,894	18,550	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	7,408	7,408		0
	b Accounting fees (attach schedule)	5,285	5,285		0
	c Other professional fees (attach schedule)	6,330	6,330		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	12,797	4,144		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy	23,906	5,976		17,930
	21 Travel, conferences, and meetings	89,250	22,313		66,937
	22 Printing and publications	255	0		255
	23 Other expenses (attach schedule)	59,085	45,294		0
	24 Total operating and administrative expenses. Add lines 13 through 23	204,316	96,750		85,122
	25 Contributions, gifts, grants paid	3,875,653			3,875,653
	26 Total expenses and disbursements. Add lines 24 and 25	4,079,969	96,750		3,960,775
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	11,319,967			
	b Net investment income (if negative, enter -0-)		320,144		
	c Adjusted net income (if negative, enter -0-)			18,550	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	33,604,963	21,362,315	21,362,315
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	14,818,940	37,744,785	38,029,862
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	235,208	96,077	96,077	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	48,659,111	59,203,177	59,488,254	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	1,015,783	1,015,783	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	47,643,328	58,187,394	
30	Total net assets or fund balances (see instructions)	48,659,111	59,203,177		
31	Total liabilities and net assets/fund balances (see instructions) . . .	48,659,111	59,203,177		

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1 48,659,111
2	Enter amount from Part I, line 27a	2 11,319,967
3	Other increases not included in line 2 (itemize) ▶ _____	3 2,036
4	Add lines 1, 2, and 3	4 59,981,114
5	Decreases not included in line 2 (itemize) ▶ _____	5 777,937
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6 59,203,177

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table		
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table		
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-14,238
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	}	3	

Part V

Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

☐ Yes ☒ No

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	3,621,366	52,179,014	0 069403
2012	3,778,575	47,694,997	0 079224
2011	3,516,713	50,121,664	0 070164
2010	3,479,290	53,734,973	0 064749
2009	3,203,415	54,470,275	0 058810

2	Total of line 1, column (d).	2	0 342350
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 068470
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	52,346,370
5	Multiply line 4 by line 3.	5	3,584,156
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,201
7	Add lines 5 and 6.	7	3,587,357
8	Enter qualifying distributions from Part XII, line 4.	8	3,960,775

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See
the Part VI instructions

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)					
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	3,201
c		All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3		Add lines 1 and 2.		3	3,201
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	3,201
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014	6a	10,504	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments. Add lines 6a through 6d.		7	10,504
8		Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	7,303
11		Enter the amount of line 10 to be Credited to 2015 estimated tax ☒ 7,303 Refunded ☐		11	0

Part VII-AStatements Regarding Activities

1a		During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		1a	Yes	No
b		Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?		1b		No
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.						
c		Did the foundation file Form 1120-POL for this year?		1c		No
d		Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ 0 (2) On foundation managers ☒ \$ 0				
e		Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0				
2		Has the foundation engaged in any activities that have not previously been reported to the IRS?		2		No
If "Yes," attach a detailed description of the activities.						
3		Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3		No
4a		Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a		No
b		If "Yes," has it filed a tax return on Form 990-T for this year?		4b		
5		Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5		No
If "Yes," attach the statement required by General Instruction T.						
6		Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either				
• By language in the governing instrument, or						
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	Yes			
7		Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		7	Yes	
8a		Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ DC				
b		If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes	
9		Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		9		No
10		Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶ WWW.WESTWINDFOUNDATION.ORG				
14	The books are in care of ▶ THE FOUNDATION Telephone no ▶ (434) 977-5762 Located at ▶ C/O WWM 204 EAST HIGH STREET CHARLOTTESVILLE VA ZIP +4 ▶ 22902			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶	16	Yes	No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?. 1c			No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). 2b			
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i>). 3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		☐ Yes	☒ No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		☐ Yes	☒ No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		☐ Yes	☒ No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).		☐ Yes	☒ No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		☐ Yes	☒ No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
Organizations relying on a current notice regarding disaster assistance check here.				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?		☐ Yes	☐ No	
If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		☐ Yes	☒ No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		No
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		☐ Yes	☒ No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
EDWARD M MILLER	TRUSTEE	0	0	0
ROSEMONT FARM CHARLOTTESVILLE,VA 22903	0 00			
JANET H MILLER	TRUSTEE	0	0	0
ROSEMONT FARM CHARLOTTESVILLE,VA 22903	0 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	24,221,135
b	Average of monthly cash balances.	1b	28,585,763
c	Fair market value of all other assets (see instructions).	1c	336,625
d	Total (add lines 1a, b, and c).	1d	53,143,523
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	53,143,523
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	797,153
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	52,346,370
6	Minimum investment return. Enter 5% of line 5.	6	2,617,319

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	2,617,319
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	3,201
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,201
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,614,118
4	Recoveries of amounts treated as qualifying distributions.	4	18,550
5	Add lines 3 and 4.	5	2,632,668
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . .	7	2,632,668

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	3,960,775
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,960,775
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	3,201
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,957,574

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				2,632,668
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.	482,877			
b From 2010.	789,541			
c From 2011.	1,016,718			
d From 2012.	1,417,821			
e From 2013.	1,019,403			
f Total of lines 3a through e.	4,726,360			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 3,960,775				
a Applied to 2013, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2014 distributable amount.				2,632,668
e Remaining amount distributed out of corpus	1,328,107			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,054,467			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions.		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions.			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions).	482,877			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a.	5,571,590			
10 Analysis of line 9				
a Excess from 2010.	789,541			
b Excess from 2011.	1,016,718			
c Excess from 2012.	1,417,821			
d Excess from 2013.	1,019,403			
e Excess from 2014.	1,328,107			

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b	85% of line 2a				
c	Qualifying distributions from Part XII, line 4 for each year listed				
d	Amounts included in line 2c not used directly for active conduct of exempt activities				
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				
3	Complete 3a, b, or c for the alternative test relied upon				
a	"Assets" alternative test—enter				
	(1) Value of all assets				
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .				
c	"Support" alternative test—enter				
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).				
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).				
	(3) Largest amount of support from an exempt organization				
	(4) Gross investment income				

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

EDWARD M MILLER

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a

The name, address, and telephone number or email address of the person to whom applications should be addressed

b

The form in which applications should be submitted and information and materials they should include

c

Any submission deadlines

d

Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Form 990-PF (2014)

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	3,875,653
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Form **990-PF** (2014)

Part XVII

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here 	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	***** _____ Signature of officer or trustee	2015-08-11 _____ Date	***** _____ Title

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ **Yes** ☐ **No**

Paid Preparer Use Only	Print/Type preparer's name JEFF CALLAHAN	Preparer's Signature	Date	Check if self-employed ☒	PTIN P01008299
	Firm's name ☒ BEDERSON LLP			Firm's EIN ☒ 22-2978848	
	Firm's address ☒ 100 PASSAIC AVENUE - SUITE 310 FAIRFIELD, NJ 07004			Phone no (973) 736-3333	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
FIDELITY - 5488 PUBLICLY TRADED SECURITIES			
FOLIO - 5001 PUBLICLY TRADED SECURITIES			
FOLIO - 5001 PUBLICLY TRADED SECURITIES (WASH SALE LOSS DISSALLOWED)			
PENNELL VENTURE PARTNERS MARATHON FUND II, LP - PASSTHROUGH			
TALL OAKS CAPITAL, LP - PASSTHROUGH			
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
5,795,552		5,709,711	85,841
1,265,634		1,275,866	-10,232
61			61
			-84,565
			-5,621
278			278

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			85,841
			-10,232
			61
			-84,565
			-5,621
			278

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ADVOCATES FOR YOUTH 2000 M STREET NW SUITE 750 WASHINGTON,DC 20036	NONE		TO FUND OPERATING NEEDS	150,000
ALABAMA RIVERS ALLIANCE 2027 2ND AVENUE NORTH SUITE A BIRMINGHAM,AL 35203	NONE		TO FUND OPERATING NEEDS	20,000
ALASKA CENTER FOR THE ENVIRONMENT 807 G STREET ANCHORAGE,AK 99501	NONE		TO FUND OPERATING NEEDS	35,000
ALASKA WILDLIFE ALLIANCE PO BOX 202022 ANCHORAGE,AK 99520	NONE		TO FUND OPERATING NEEDS	5,000
AMERICAN CHESTNUT FOUNDATION 160 ZILICOA STREET SUITE D ASHEVILLE,NC 28801	NONE		TO FUND OPERATING NEEDS	5,000
AMERICAN SOCIETY FOR TECHNION 55 E 59TH STREET NEWYORK,NY 10022	NONE		TO FUND OPERATING NEEDS	6,000
ANSWER 41 GORDON ROAD SUITE C PISCATAWAY,NJ 08854	NONE		TO FUND OPERATING NEEDS	45,000
APPALACHIAN VOICES 171 GRAND BOULEVARD BOONE,NC 28607	NONE		TO FUND OPERATING NEEDS	95,000
ARISE CITIZENS' POLICY PROJECT PO BOX 1188 MONTGOMERY,AL 36101	NONE		TO FUND OPERATING NEEDS	20,000
BIG BROTHERS BIG SISTERS 225 N HIGH STREET 3 HARRISONBURG,VA 22802	NONE		TO FUND OPERATING NEEDS	1,000
BOYS & GIRLS CLUB OF CHARLOTTESVILLEABLEMARLE PO BOX 707 CHARLOTTESVILLE,VA 22902	NONE		TO FUND OPERATING NEEDS	81,500
BUILDING GOODNESS FOUNDATION PO BOX 4325 CHARLOTTESVILLE,VA 22905	NONE		TO FUND OPERATING NEEDS	6,100
CATHOLICS FOR CHOICE 1436 U ST NW STE 301 WASHINGTON,DC 20009	NONE		TO FUND OPERATING NEEDS	60,000
CENTER FOR INTERNATIONAL ENVIRONMENTAL LAW 1350 CONNECTICUT AVENUE NW SUITE 1100 WASHINGTON,DC 20036	NONE		TO FUND OPERATING NEEDS	65,000
CENTER FOR NONPROFIT EXCELLENCE PO BOX 5652 CHARLOTTESVILLE,VA 22902	NONE		TO FUND OPERATING NEEDS	2,250
Total  3a				3,875,653

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CENTER FOR REPRODUCTIVE RIGHTS 120 WALL STREET NEWYORK,NY 10005	NONE		TO FUND OPERATING NEEDS	151,125
CERES 99 CHAUNCY ST 6TH FLOOR BOSTON,MA 02111	NONE		TO FUND OPERATING NEEDS	50,000
CHARLOTTESVILLE AREA COMMUNITY FOUNDATION PO BOX 1767 CHARLOTTESVILLE,VA 22902	NONE		TO FUND OPERATING NEEDS	2,000
CHARLOTTESVILLE FREE CLINIC 1138 ROSE HILL DRIVE SUITE 200 CHARLOTTESVILLE,VA 22903	NONE		TO FUND OPERATING NEEDS	2,000
CHESAPEAKE CLIMATE ACTION NETWORK PO BOX 11138 TAKOMA PARK,MD 20912	NONE		TO FUND OPERATING NEEDS	85,000
CLEAN AIR TASK FORCE 18 TREMONT STREET SUITE 530 BOSTON,MA 02108	NONE		TO FUND OPERATING NEEDS	20,000
CLEAN ENERGY ACTION PO BOX 1399 BOULDER,CO 80306	NONE		TO FUND OPERATING NEEDS	1,000
COASTAL MOUNTAINS LAND TRUST 101 MOUNT BATTIE STREET CAMDEN,ME 04843	NONE		TO FUND OPERATING NEEDS	5,000
COMMUNITY FIRST FOUNDATION 6870 W 52ND AVENUE STE 103 ARVADA,CO 80002	NONE		TO FUND OPERATING NEEDS	1,000
COMMUNITY INVESTMENT COLLABERATIVE PO BOX 2976 CHARLOTTESVILLE,VA 22902	NONE		TO FUND OPERATING NEEDS	2,000
COMMUNITY POWER NETWORK 1826 LAMONT STREET NW WASHINGTON,DC 20010	NONE		TO FUND OPERATING NEEDS	10,000
CONSERVATION LAW FOUNDATION 62 SUMMER STREET BOSTON,MA 02110	NONE		TO FUND OPERATING NEEDS	30,000
COOK INLET KEEPER 3734 BEN WALTERS LANE HOMER,AK 99603	NONE		TO FUND OPERATING NEEDS	25,000
DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE 2ND FLOOR NEWYORK,NY 10001	NONE		TO FUND OPERATING NEEDS	5,000
EARTHJUSTICE 426 17TH STREET STE 600 OAKLAND,CA 94612	NONE		TO FUND OPERATING NEEDS	25,000
Total  3a				3,875,653

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ELK HILL PO BOX 99 GOOCHLAND,VA 23063	NONE		TO FUND OPERATING NEEDS	1,000
ENVIRONMENT MAINE 142 HIGH STREET STE 421 PORTLAND,ME 04101	NONE		TO FUND OPERATING NEEDS	62,000
ENVIRONMENTAL INTEGRITY PROJECT 1 THOMAS CIRCLE SUITE 900 WASHINGTON,DC 20005	NONE		TO FUND OPERATING NEEDS	20,000
ETHEL WALKER SCHOOL 230 BUSHY HILL ROAD SIMSBURY,CT 06070	NONE		TO FUND OPERATING NEEDS	500
FEMHEALTH USA INC 1156 15TH STREET NW STE 700 WASHINGTON,DC 20005	NONE		TO FUND OPERATING NEEDS	50,000
FEMINIST MAJORITY FOUNDATION 1600 WILSON BLVD SUITE 801 ARLINGTON,VA 22209	NONE		TO FUND OPERATING NEEDS	40,000
FORESTETHICS 1 HAIGHT STREET SAN FRANCISCO,CA 94102	NONE		TO FUND OPERATING NEEDS	75,000
FUNDERS NETWORK ON POPULATION REPRODUCTIVE HEALTH AND RIGHTS PO BOX 750 ROCKVILLE,MD 20848	NONE		TO FUND OPERATING NEEDS	11,725
GASP 732 MONTGOMERY HWY 405 BIRMINGHAM,AL 35216	NONE		TO FUND OPERATING NEEDS	25,000
GLOBAL DOCTORS FOR CHOICE 55 WEST 39TH STREET 10TH FLOOR NEW YORK,NY 10018	NONE		TO FUND OPERATING NEEDS	20,000
GLOBAL GREENGRANTS FUND 2840 WILDERNESS PLACE SUITE A BOULDER,CO 80301	NONE		TO FUND OPERATING NEEDS	50,000
GREEN VALE SCHOOL 250 VALENTINES LANE GLEN HEAD,NY 11545	NONE		TO FUND OPERATING NEEDS	500
GREENPEACE FUND INC 702 H STREET NW STE 300 WASHINGTON,DC 20001	NONE		TO FUND OPERATING NEEDS	25,000
GRIST MAGAZINEINC 710 SECOND AVENUE SUITE 860 SEATTLE,WA 98104	NONE		TO FUND OPERATING NEEDS	10,000
GROUNDSWELL FUND 436 14TH STREET SUITE 729 OAKLAND,CA 94612	NONE		TO FUND OPERATING NEEDS	30,000
Total  3a				3,875,653

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HABITAT FOR HUMANITY PO BOX 7305 CHARLOTTESVILLE,VA 22906	NONE		TO FUND OPERATING NEEDS	5,000
HURRICANE ISLAND FOUNDATION COMMERCIAL STREET ROCKLAND,ME 04841	NONE		TO FUND OPERATING NEEDS	1,000
HURRICANE ISLAND OUTWARD BOUND SCHOOL 75 MECHANIC STREET ROCKLAND,ME 04841	NONE		TO FUND OPERATING NEEDS	38,000
INTERNATIONAL PLANNED PARENTHOOD FEDERATIONWESTERN HEMISPHER REGION 125 MAIDEN LANE 9TH FLOOR NEW YORK,NY 10038	NONE		TO FUND OPERATING NEEDS	175,000
IPAS PO BOX 5027 CHAPEL HILL,NC 27514	NONE		TO FUND OPERATING NEEDS	100,000
JACKSON LABORATORY 600 MAIN STREET BAR HARBOR,ME 11111	NONE		TO FUND OPERATING NEEDS	2,000
JANE GOODALL INSTITUTE FOR WILDLIFE RESEARCH EDUCATION AND CONSERVATION 4245 FAIRFAX DRIVE SUITE 600 ARLINGTON,VA 22203	NONE		TO FUND OPERATING NEEDS	1,000
JEFFERSON AREA CHILDREN'S HEALTH IMPROVEMENT PROGRAM 1469 GREENBRIER PLACE CHARLOTTESVILLE,VA 22901	NONE		TO FUND OPERATING NEEDS	500
KONBIT SANTE CAP HAITIEN HEALTH PARTNERSHIP 126 WILLIAM STREET PORTLAND,ME 04103	NONE		TO FUND OPERATING NEEDS	2,000
LAND TRUST ALLIANCE INC 1660 L STREET NW SUITE 1100 WASHINGTON,DC 20036	NONE		TO FUND OPERATING NEEDS	65,000
LEHIGH UNIVERSITY 641 TAYLOR STREET BETHLEHEM,PA 18015	NONE		TO FUND OPERATING NEEDS	17,100
LENOX HILL NEIGHBORHOOD HOUSE INC 331 EAST 70TH STREET NEW YORK,NY 10021	NONE		TO FUND OPERATING NEEDS	10,000
LIVE ARTS WATER STREET CHARLOTTESVILLE,VA 22903	NONE		TO FUND OPERATING NEEDS	1,000
LOCAL FOOD HUB PO BOX 4647 CHARLOTTESVILLE,VA 22905	NONE		TO FUND OPERATING NEEDS	2,500
MAINE COAST HERITAGE TRUST 1 BOWDOIN MILL ISLAND TOPSHAM,ME 04086	NONE		TO FUND OPERATING NEEDS	20,000
Total  3a				3,875,653

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MAINE ISLAND TRAIL ASSOCIATION 58 FORE STREET BLDG 30 3RD FLOOR PORTLAND,ME 04101	NONE		TO FUND OPERATING NEEDS	1,000
MASSACHUSETTS GENERAL HOSPITAL 55 FRUIT STREET BOSTON,MA 02114	NONE		TO FUND OPERATING NEEDS	22,000
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 77 MASSACHUSETTS AVENUE CAMBRIDGE,MA 02139	NONE		TO FUND OPERATING NEEDS	6,000
MEMORIAL SLOAN-KETTERING CANCER CENTER 1275 YORK AVENUE NEWYORK,NY 10021	NONE		TO FUND OPERATING NEEDS	5,000
METROPOLITAN MUSEUM OF ART 1000 5TH AVENUE NEWYORK,NY 10021	NONE		TO FUND OPERATING NEEDS	794
MS CARE CENTER AT NYU HOSPITAL FOR JOINT DISEASES 301 EAST 17TH STREET SUITE 544 NEWYORK,NY 10003	NONE		TO FUND OPERATING NEEDS	5,000
MSI-US PO BOX 35528 WASHINGTON,DC 20033	NONE		TO FUND OPERATING NEEDS	275,000
NARAL PRO-CHOICE VIRGINIA FOUNDATION PO BOX 1204 ALEXANDRIA,VA 22313	NONE		TO FUND OPERATING NEEDS	15,000
NATIONAL AUDUBON SOCIETY 159 SAPSUCKER WOODS ROAD ITHACA,NY 14850	NONE		TO FUND OPERATING NEEDS	2,000
NATIONAL URBAN SQUASH AND EDUCATION ASSOCIATION 795 COLUMBUS AVENUE ROXBURY CROSSING,MA 02120	NONE		TO FUND OPERATING NEEDS	2,000
NATURAL RESOURCES COUNCIL OF MAINE 3 WADE STREET AUGUSTA,ME 04330	NONE		TO FUND OPERATING NEEDS	20,000
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET 11 FLOOR NEWYORK,NY 10011	NONE		TO FUND OPERATING NEEDS	50,000
NEW VENTURE FUND - FOSSIL FUELS REDUCTION PROJECT 1201 CONNECTICUT AVENUE NW SUITE 300 WASHINGTON,DC 20036	NONE		TO FUND OPERATING NEEDS	185,000
OCEAN ONSERVANCY 1300 19TH STREET NW WASHINGTON,DC 20036	NONE		TO FUND OPERATING NEEDS	230,000
PARAMOUNT THEATER PO BOX 2309 CHARLOTTESVILLE,VA 22902	NONE		TO FUND OPERATING NEEDS	11,614
Total  3a				3,875,653

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PBS FOUNDATION 2100 CRYSTAL DRIVE ARLINGTON,VA 22202	NONE		TO FUND OPERATING NEEDS	5,000
PHYSICIANS FOR REPRODUCTIVE CHOICE AND HEALTH 55 WEST 39TH STREET 10TH FLOOR NEWYORK,NY 10018	NONE		TO FUND OPERATING NEEDS	40,000
PIEDMONT CASA PO BOX 603 CHARLOTTESVILLE,VA 22902	NONE		TO FUND OPERATING NEEDS	3,000
PINE MANOR COLLEGE 400 HEATH STREET CHESTNUT HILL,MA 02467	NONE		TO FUND OPERATING NEEDS	500
PLANNED PARENTHOOD FEDERATION OF AMERICA INC 434 W 33RD STREET NEWYORK,NY 10001	NONE		TO FUND OPERATING NEEDS	65,000
PLANNED PARENTHOOD HEALTH SYSTEMS INC 2964 NYDRAULIC ROAD CHARLOTTESVILLE,VA 22901	NONE		TO FUND OPERATING NEEDS	45,000
PLANNED PARENTHOOD LEAGUE OF MASSACHUSETTS 1055 COMMONWEALTH AVENUE BOSTON,MA 02215	NONE		TO FUND OPERATING NEEDS	10,000
PORTLAND MUSEUM OF ART 7 CONGRESS SQ PORTLAND,ME 04101	NONE		TO FUND OPERATING NEEDS	12,000
POUND RIDGE LAND CONSERVANCY 130 OLD STONEHILL ROAD POUND RIDGE,NY 10576	NONE		TO FUND OPERATING NEEDS	8,000
PROUTS NECK ASSOCIATION 499 BLACK POINT ROAD SCARBOROUGH,ME 04074	NONE		TO FUND OPERATING NEEDS	850
PUBLIC HEALTH INSTITUTE 555 12TH STREET 10TH FLOOR OAKLAND,CA 94607	NONE		TO FUND OPERATING NEEDS	150,000
RACHEL'S NETWORK 1200 18TH STREET NW SUITE 910 WASHINGTON,DC 20036	NONE		TO FUND OPERATING NEEDS	5,000
RECTOR & VISITORS OF THE UNIVERSITY OF VIRGINIA 914 EMMET ST N CHARLOTTESVILLE,VA 22903	NONE		TO FUND OPERATING NEEDS	19,000
RENSSELAER ALUMNI ASSOCIATION 110 8TH ST TROY,NY 12180	NONE		TO FUND OPERATING NEEDS	500
REPORDUCTIVE HEALTH TECHNOLOGIES PROJECT 1020 19TH STREET NW SUITE 875 WASHINGTON,DC 20036	NONE		TO FUND OPERATING NEEDS	40,000
Total  3a				3,875,653

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
RH REALITY CHECK 10125 COLESVILLE ROAD 176 SILVER SPRING,MD 20901	NONE		TO FUND OPERATING NEEDS	30,000
ROCKING THE BOAT 812 EDGEWATER ROAD BRONX,NY 10474	NONE		TO FUND OPERATING NEEDS	10,000
RON BROWN SCHOLAR FUND 1160 PEPSI PL STE 206 CHARLOTTESVILLE,VA 22901	NONE		TO FUND OPERATING NEEDS	500
SCARBOROUGH LAND CONSERVATION TRUST PO BOX 1237 SCARBOROUGH,ME 04070	NONE		TO FUND OPERATING NEEDS	12,500
SEXUALITY INFORMATION AND EDUCATION COUNCIL OF THE UNITED STATES 90 JOHN STREET SUITE 402 NEWYORK,NY 10038	NONE		TO FUND OPERATING NEEDS	50,000
SHENANDOAH NATIONAL PARK TRUST 414 E MARKET STREET STE D CHARLOTTESVILLE,VA 22902	NONE		TO FUND OPERATING NEEDS	6,000
SKY TRUTH PO BOX 3283 SHEPERDSTOWN,WV 25443	NONE		TO FUND OPERATING NEEDS	40,000
SMALL DISCERTIONARY GRANTS VARIOUS LOCATIONS - 232 EAST HIGH STREET CHARLOTTESVILLE,VA 22902	NONE		TO FUND OPERATING NEEDS	1,345
SOUTH CAROLINA COSTAL CONSERVATION LEAGUE INC PO BOX 1765 CHARLESTON,SC 29402	NONE		TO FUND OPERATING NEEDS	25,000
SOUTHERN ALLIANCE FOR CLEAN ENERGY PO BOX 1842 KNOXVILLE,TN 37901	NONE		TO FUND OPERATING NEEDS	100,000
SOUTHERN ENVIRONMENTAL LAW CENTER 201 WEST MAIN STREET SUITE 14 CHARLOTTESVILLE,VA 22902	NONE		TO FUND OPERATING NEEDS	200,000
SOUTHWINGS 35 HAYWOOD STREET ASHVILLE,NC 28801	NONE		TO FUND OPERATING NEEDS	1,000
SPECIAL OLYMPICS MAINE 125 JOHN ROBERTS ROAD SUITE 19 SOUTH PORTLAND,ME 04106	NONE		TO FUND OPERATING NEEDS	2,000
ST JAMES EPISCOPAL CHURCH 13 FEDERAL STREET BRUNSWICK,MA 04011	NONE		TO FUND OPERATING NEEDS	100
ST JOHN'S ANGLICAN CHURCH 330 RIVER ROAD WESTMINSTER,SC 29693	NONE		TO FUND OPERATING NEEDS	2,000
Total  3a				3,875,653

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
STREETSQUASH 40W 116TH STREET NEWYORK,NY 10026	NONE		TO FUND OPERATING NEEDS	1,000
SUSAN L CURTIS CHARITABLE FOUNDATION PO BOX 821 PORTLAND,ME 04104	NONE		TO FUND OPERATING NEEDS	1,800
TABOR ACADEMY ALUMNI HOUSE MARION,MA 02738	NONE		TO FUND OPERATING NEEDS	5,100
TANZANIAN CHILDREN'S FUND PO BOX 382006 CAMBRIDGE,MA 02238	NONE		TO FUND OPERATING NEEDS	1,000
TENNESSEE CLEAN WATER NETWORK PO BOX 1521 KNOXVILLE,TN 37901	NONE		TO FUND OPERATING NEEDS	25,000
TEXAS A&M UNIVERSITY 505 GEORGE BUSH DRIVE COLLEGE STATION,TX 77840	NONE		TO FUND OPERATING NEEDS	1,000
THE COMPASS PROJECT 170 ANDERSON STREET PORTLAND,ME 04103	NONE		TO FUND OPERATING NEEDS	5,000
THE HEALTH WAGON 163 NUMBER TEN STREET CLINCHCO,VA 24226	NONE		TO FUND OPERATING NEEDS	8,000
THE HILL SCHOOL 717 EAST HIGH STREET POTTSTOWN,PA 19464	NONE		TO FUND OPERATING NEEDS	1,000
THE MUNICIPAL BAND OF CHARLOTTESVILLE INC 1119 5TH STREET SW SUITE B CHARLOTTESVILLE,VA 22902	NONE		TO FUND OPERATING NEEDS	1,000
THE WOMEN'S INITIATIVE 1101 E HIGH STREET CHARLOTTESVILLE,VA 22902	NONE		TO FUND OPERATING NEEDS	1,500
THOMAS JEFFERSON FOUNDATION PO BOX 217 CHARLOTTESVILLE,VA 22902	NONE		TO FUND OPERATING NEEDS	5,000
TRUDEAU INSTITUTE 154 ALGONQUIN AVENUE SARANAC LAKE,NY 12983	NONE		TO FUND OPERATING NEEDS	8,000
TRUSTEES FOR ALASKA 1026 W 4TH AVENUE SUITE 201 ANCHORAGE,AK 99501	NONE		TO FUND OPERATING NEEDS	30,000
TUFTS UNIVERSITY SCHOOL OF MEDICINE 80 GEORGE STREET MEDFORD,MA 02155	NONE		TO FUND OPERATING NEEDS	50,000
Total  3a				3,875,653

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UN FOUNDATION 1750 PENNSYLVANIA AVENUE NW SUITE 300 WASHINGTON,DC 20006	NONE		TO FUND OPERATING NEEDS	50,000
UNIVERSITY OF RICHMOND OFFICE OF ADVANCEMENT MARYLAND HALL CAMPUS DRIVE RICHMOND,VA 23173	NONE		TO FUND OPERATING NEEDS	5,000
UVA MILLER CENTER OF PUBLIC AFFAIRS PO BOX 400406 CHARLOTTESVILLE,VA 22904	NONE		TO FUND OPERATING NEEDS	2,000
VINCENT CLUB 71 BRIMMER STREET BOSTON,MA 02108	NONE		TO FUND OPERATING NEEDS	6,750
VIRGINIA CONSERVATION NETWORK 422 EAST FRANKLIN STREET STE 303 RICHMOND,VA 23219	NONE		TO FUND OPERATING NEEDS	15,000
VIRGINIA ORGANIZING 703 CONCORD AVENUE CHARLOTTESVILLE,VA 22903	NONE		TO FUND OPERATING NEEDS	15,000
WETLANDS WATCH PO BOX 9335 NORFOLK,VA 23505	NONE		TO FUND OPERATING NEEDS	25,000
WILLIAMS COLLEGE 75 PARK STREET WILLIAMSTOWN,MA 01267	NONE		TO FUND OPERATING NEEDS	5,000
WILLIAMSTOWN THEATRE FESTIVAL PO BOX 517 WILLIAMSTOWN,MA 01267	NONE		TO FUND OPERATING NEEDS	10,000
WOMEN UNITED IN PHILANTHROPY 6 FOREST AVENUE PARAMUS,NJ 07652	NONE		TO FUND OPERATING NEEDS	1,000
WOODS HOLE OCEANOGRAPHIC INSTITTION MS 40 FENNO HOUSE 225 WOODS HOLE,MA 02543	NONE		TO FUND OPERATING NEEDS	5,000
WVTF PUBLIC RADIO 3520 KINGSBURY LANE ROANOKE,VA 24014	NONE		TO FUND OPERATING NEEDS	5,000
Total  3a				3,875,653

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.	OMB No 1545-0047 2014
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Name of the organization WESTWIND FOUNDATION	Employer identification number 52-6358830
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Organization type (check one)

Filers of: Form 990 or 990-EZ Form 990-PF	Section: ☐ 501(c)() (enter number) organization ☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation ☐ 527 political organization ☒ 501(c)(3) exempt private foundation ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation ☐ 501(c)(3) taxable private foundation
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Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization WESTWIND FOUNDATION	Employer identification number 52-6358830
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	WESTWIND FOUNDATION HOLDINGS LTD 204 EAST HIGH STREET CHARLOTTESVILLE, VA 22902	\$ 15,000,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization WESTWIND FOUNDATION	Employer identification number 52-6358830
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Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____

Name of organization WESTWIND FOUNDATION	Employer identification number 52-6358830
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Part III

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	

TY 2014 Accounting Fees Schedule

Name: WESTWIND FOUNDATION

EIN: 52-6358830

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,285	5,285		0

**TY 2014 Investments Corporate
Stock Schedule****Name:** WESTWIND FOUNDATION**EIN:** 52-6358830

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VIRGINIA NATIONAL BANK	84,000	190,680
GOLDMAN SACHS ACCT. 4SKR	17,006,974	17,132,809
FIDELITY ACCT. 5224	10,056,159	10,003,486
FIDELITY ACCT. 5488	7,056,621	6,907,674
CREDIT SUISSE ACCT. 0314	2,445,309	2,624,379
FOLIO ACCT. 5001	1,095,722	1,170,834

TY 2014 Legal Fees Schedule

Name: WESTWIND FOUNDATION

EIN: 52-6358830

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	7,408	7,408		0

TY 2014 Other Assets Schedule**Name:** WESTWIND FOUNDATION**EIN:** 52-6358830

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PENNELL VENTURE PARTNERS	9,723	9,692	9,692
TALL OAKS	48,610	41,954	41,954
PENNELL VENTURE MARATHON II	176,875	44,431	44,431

TY 2014 Other Decreases Schedule

Name: WESTWIND FOUNDATION

EIN: 52-6358830

Description	Amount
UNREALIZED GAIN/LOSS	777,937

TY 2014 Other Expenses Schedule**Name:** WESTWIND FOUNDATION**EIN:** 52-6358830

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MEALS & ENTERTAINMENT	11,623	0		0
BANK CHARGES	2,278	2,278		0
BUSINESS GIFTS	444	444		0
LOCAL PARKING	2,168	0		0
OFFICE SUPPLIES	1,828	1,828		0
POSTAGE	43	43		0
SUBSCRIPTIONS	5,706	5,706		0
UTILITIES	7,796	7,796		0
PROFESSIONAL SOCIETY DUES	26,514	26,514		0
PROGRAM EXPENSES	429	429		0
DATA MANAGEMENT	256	256		0

TY 2014 Other Income Schedule

Name: WESTWIND FOUNDATION

EIN: 52-6358830

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PENNELL VENTURE PARTNERS MARATHON FUND II, LP	-2,689		-2,689
PENNELL VENTURE PARTNERS MARATHON FUND LP	-31		-31

TY 2014 Other Increases Schedule

Name: WESTWIND FOUNDATION

EIN: 52-6358830

Description	Amount
NONDIVIDEND DISTRIBUTIONS	2,036

TY 2014 Other Professional Fees Schedule**Name:** WESTWIND FOUNDATION**EIN:** 52-6358830

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	5,298	5,298		0
TALL OAKS CAPITAL, LLC - INVESTMENT FEES	1,032	1,032		0

TY 2014 Taxes Schedule**Name:** WESTWIND FOUNDATION**EIN:** 52-6358830

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	4,144	4,144		0
FEDERAL ESTIMATED TAXES	8,653	0		0